

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/26/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fernando's Foods Corporation		09/23/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	ConAgra Foods Packaged Foods Company, Inc.
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2729899	ANDALE GOURMET
Registration Number:	2915863	
Registration Number:	2915864	
Registration Number:	2542438	FERNANDO'S
Registration Number:	2915865	
Registration Number:	2453186	FIESTA SUPREME
Registration Number:	2904228	ANDALE GOURMET
Registration Number:	2915966	INV RO
Registration Number:	2915862	
Registration Number:	2922276	
Registration Number:	2685874	EL EXTREMO
Registration Number:	2426450	EL EXTREMO
Registration Number:	2639063	EL EXTREMO SCENE

OP \$340.00 2729899

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (402)952-6870

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 402-633-6870

Email: tdeutmeyer@mcgrathnorth.com

Correspondent Name: Tracy L. Deutmeyer

Address Line 1: 1601 Dodge Street, Suite 3700

Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	01/26/2006

Total Attachments: 6

source=Fernandos-documents#page1.tif

source=Fernandos-documents#page2.tif

source=Fernandos-documents#page3.tif

source=Fernandos-documents#page4.tif

source=Fernandos-documents#page5.tif

source=Fernandos-documents#page6.tif

Delaware

PAGE 1

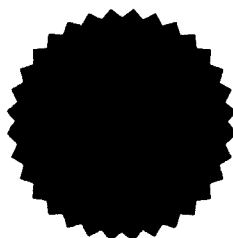
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FERNANDO'S FOODS CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004, AT 2:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3808548 8100M

AUTHENTICATION: 3377292

040693235

DATE: 09-28-04

TRADEMARK
REEL: 003234 FRAME: 0771

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:55 PM 09/24/2004
FILED 02:04 PM 09/24/2004
SRV 040693235 - 3808548 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FERNANDO'S FOODS CORPORATION
(A California Corporation)

INTO

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.
(A Delaware Corporation)

It is hereby certified that:

1. **CONAGRA FOODS PACKAGED FOODS COMPANY, INC.** (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of **FERNANDO'S FOODS CORPORATION**, which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of **FERNANDO'S FOODS CORPORATION** permits the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges **FERNANDO'S FOODS CORPORATION** into the Corporation.
5. Set forth below is a copy of the resolution adopted on September 22, 2004, by the Board of Directors of the Corporation to merge the said **FERNANDO'S FOODS CORPORATION** into the Corporation:

RESOLVED, that Fernando's Foods Corporation, a wholly owned subsidiary of ConAgra Foods Packaged Foods Company, Inc., be merged with and into ConAgra Foods Packaged Foods Company, Inc. in accordance with the Delaware Corporation Law and the California General Corporation Law. The issued shares of Fernando's Foods Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The merger shall be effective as of 11:59 p.m. on September 26, 2004.
6. The merger shall become effective at 11:59 p.m. on September 26, 2004.

DATED: September 23, 2004.

**CONAGRA FOODS PACKAGED
FOODS COMPANY, INC.**

By: Debra L. Keith
Debra L. Keith, Vice President, Tax



SECRETARY OF STATE

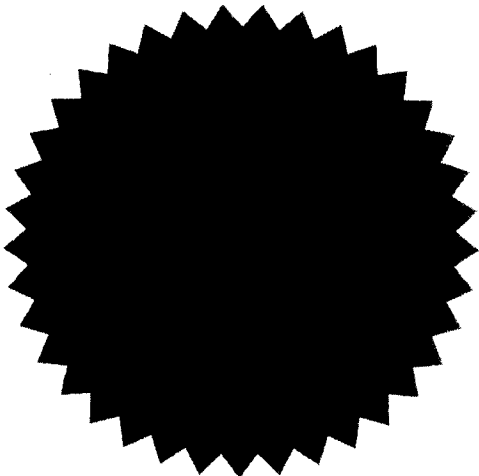
I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 7 2004

Kevin Shelley
Secretary of State



ENDORSED - FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP

OCT - 1 2004

OF

KEVIN SHELLEY
Secretary of State

FERNANDO'S FOODS CORPORATION

effective date 9/26/09

INTO

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the foreign parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation under the merger herein certified, is ConAgra Foods Packaged Foods Company, Inc.
2. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified, is Fernando's Foods Corporation.
3. ConAgra Foods Packaged Foods Company, Inc. owns 100% of the outstanding shares of Fernando's Foods Corporation.
4. The following is a copy of the resolution to merge Fernando's Foods Corporation into ConAgra Foods Packaged Foods Company, Inc. as adopted and approved by the Board of Directors of ConAgra Foods Packaged Foods Company, Inc.:

"RESOLVED THAT:

1. ConAgra Foods Packaged Foods Company, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Fernando's Foods Corporation, which is a business corporation of the State of California, does hereby merge Fernando's Foods Corporation into ConAgra Foods Packaged Foods Company, Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware and does hereby assume all of the liabilities of Fernando's Foods Corporation;

TRADEMARK

REEL: 003234 FRAME: 0775

2. Fernando's Foods Corporation shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and ConAgra Foods Packaged Foods Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware;

3. The issued shares of Fernando's Foods Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as ConAgra Foods Packaged Foods Company, Inc. is the owner of all outstanding shares of Fernando's Foods Corporation, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished;

4. The Board of Directors and the proper officers of ConAgra Foods Packaged Foods Company, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for;

5. The merger shall become effective at 11:59 p.m. Central time on September 26, 2004."

5. The merger shall become effective at 11:59 p.m. Central time on September 26, 2004.

On the date set forth below, in the City of Omaha in the State of Nebraska, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on September 23, 2004.

Debra L. Keith

Debra L. Keith, Vice President, Tax

Scott E. Messel

Scott E. Messel, Secretary

